

**IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE WESTERN DISTRICT OF TEXAS
 SAN ANTONIO DIVISION**

In re:	§	Chapter 7
GENESIS NETWORKS TELECOM	§	Case No. 24-50224 (MMP)
SERVICES LLC	§	
Debtor.	§	
	§	

**MOTION OF FEDEX SUPPLY CHAIN LOGISTICS & ELECTRONICS, INC.
 FOR ORDER DIRECTING RULE 2004 EXAMINATIONS OF
 (I) THE DEBTOR, (II) ENDEAVOR MANAGED SERVICES, INC.,
 (III) SYMBIONT VENTURES LLC F/K/A GOODMAN INVESTMENTS
HOLDINGS LLC, AND (IV) JAMES GOODMAN**

COMES NOW FedEx Supply Chain Logistics & Electronics, Inc. (“FSCLE”) and files its Motion for Order Directing the Rule 2004 Examinations (the “Motion”) of (i) Genesis Networks Telecom Services (the “Debtor”), (ii) Endeavor Managed Services, Inc. (“Endeavor”), (iii) Symbiont Ventures, LLC (“Symbiont”) f/k/a Goodman Investments Holdings LLC (“GIH” or together as one “Symbiont/GIH”), and (iv) James Goodman (the Debtor, Endeavor, Symbiont/GIH and James Goodman are together the “Examinees”), respectfully stating as follows:

PROCEDURAL BACKGROUND

1. On February 19, 2024 (the “Petition Date”), the Debtor filed a voluntary chapter 7 bankruptcy petition (the “Petition”) [Doc No. 1].
2. The Debtor filed its Schedules and Statement of Financial Affairs (“SOFA”) [Doc. No. 11] on March 15, 2024.
3. The Petition, Schedules and SOFA were signed by Tina Younts (“Younts”) who had a listed title/position of “Executive Assistant/SupplierDiversityM” and “Executive



Assistant/consultant/Supplier/DiversityManager”. See Doc No. 1 – pg. 5 and Doc No. 11 – pg.29 and 30.

4. On June 11, 2024, this Court ordered the confirmation of Laurie Dahl Rea as the elected chapter 7 trustee (the “Trustee”).

5. On June 28, 2024, the Trustee held the 341 Meeting of Creditors (the “341 Meeting”), at which Younts appeared and testified on behalf of the Debtor.

RELEVANT FACTS

6. The Debtor scheduled over \$100,000,000 in liabilities and has no assets other than a “trust account” with Arris Solutions, Inc. held at Texas Partners Bank as the Debtor’s security deposit with its landlord which has now been applied to the Debtor’s rent obligations pursuant to Court Order [See Doc. No. 49 granting relief from automatic stay].

7. The Debtor transferred all or substantially all of its assets and business operations to Endeavor within two (2) years of the Petition Date. Endeavor is listed as an “affiliate” of the Debtor. See SOFA – Part 6: 13.1-13.3, pgs. 24 and 25 [Doc. No. 11].

8. The Debtor is a wholly owned subsidiary of Genesis Networks Enterprises, LLC (“Genesis Enterprises”). See SOFA – Part 13: 28, pg. 29 [Doc. No. 11].

9. The Debtor lists no individuals who are currently officers, directors, managers or other people in control of the Debtor other than Younts. Zack Wiebe (“Wiebe”) was listed as a former CEO from 2020 to November 2023. *Id.*

10. Genesis Enterprises is owned by Symbiont. The Debtor listed GIH as its parent corporation for the purposes of filing consolidated tax returns. See SOFA – Part 13: 31, pg. 30 [Doc. No. 11]. GIH legally changed its name to Symbiont on or about October 26, 2023 by filing a certificate of amendment with the Texas Secretary of State [TX SOS Doc. No. 1298899240003].

11. On or about January 24, 2022, Endeavor sold all, or substantially all, of its stock to GIH pursuant to that certain Stock Purchase Agreement executed by James Goodman, on behalf of GIH, and Joshua Bock, on behalf of Endeavor.

12. Upon information and belief, James Goodman is the 90% member in Symbiont/GIH and controls Symbiont/GIH, which in turn controls Genesis Enterprises, which in turn controls the Debtor.

13. At the 341 Meeting, Younts was unable to sufficiently or substantively answer questions on behalf of the Debtor regarding the financial transactions between the Debtor, Endeavor and Symbiont/GIH. Younts affirmatively stated that James Goodman was the individual who had knowledge of the foregoing financial transactions and relationships between the Debtor, Endeavor and Symbiont/GIH.

DISCUSSION

14. Attached hereto and incorporated herein as Exhibit “A” is FSCLE’s Requests for Production of Documents which FSCLE requests that the Court order the Examinees to comply with and produce responsive documents no later than thirty (30) days after the entry of an order granting this Motion.

15. FED. R. BANKR. P. 2004 provides that, “[o]n motion of any party in interest, the court may order the examination of any entity.” FED. R. BANKR. P. 2004(a) and *In re Fearn*, 96 B.R. 135, 138 (Bankr. S.D. Ohio 1989) (the “examination is not limited to the debtor or his agents, but may properly extend to creditors and third parties who have had dealings with the debtor”).

16. The purpose of a Rule 2004 examination is to determine the condition, extent and location of the debtor’s estate to maximize the return to unsecured creditors. The scope is

extremely broad and has been likened to a lawful fishing expedition. *In re Lufkin*, 255 B.R. 204, 208 (Bankr. E.D. Tenn. 2000).

17. Rule 2004 examinations are an appropriate tool for investigating potentially fraudulent transfer claims. *See Rhodes v. Litig. Trust of the Rhodes Cos., LLC (In re Rhodes Cos., LLC)*, 475 B.R. 733 (D. Nev. 2012) (“the subpoenas were an appropriate method of investigating potential fraudulent transfer claims”); and *Kirschner v. Agoglia (In re Refco Inc.)*, 461 B.R. 181, 187 (Bankr. S.D.N.Y. 2011).

18. As are all creditors of the Debtor, FSCLE is entitled to transparency and accuracy regarding the financial relationship and transactions with Endeavor (and Symbiont/GIH) that apparently left the Debtor all but an empty shell with hundreds of millions of dollars in debt.

19. There also should be heightened scrutiny in these particular financial transactions due to the commonality of ownership/control and the affiliate relationships among the Examinees.

20. There should also be serious concern that Younts is being held out as the sole individual now associated with or in control of the Debtor given that she has 0% ownership interest in the Debtor and is not a corporate officer, but rather an “Executive Assistant/consultant”.

WHEREFORE, FSCLE respectfully requests that the Court enter an order: (i) granting this Motion; (ii) ordering the Rule 2004 Examinations; (iii) ordering the Examinees to fully produce responsive documents to the attached Requests for Production within thirty (30) days; and (iv) granting FSCLE such other and further relief as may be appropriate.

Respectfully submitted,

BUTLER SNOW LLP

/s/ R. Campbell Hillyer

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*Counsel for FedEx Supply Chain Logistics
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CERTIFICATE OF SERVICE

I, R. Campbell Hillyer, certify that the foregoing pleading was filed electronically through the Court's ECF system and served electronically to the parties listed on the attached service list and first class US mail to the following:

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San Antonio, TX 78232

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Austin, TX 78746

Endeavor Managed Services, Inc.
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Endeavor Managed Services, Inc.
c/o registered agent Incorporating Services, Ltd.
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Carrollton, TX 75007

Randall A. Pulman
PULMAN, CAPPUCCIO & PULLEN, LLP
2161 NW Military Highway, Suite 400
San Antonio, Texas 78213
Counsel for James Goodman

Dated: August 5, 2024

/s/ R. Campbell Hillyer
R. Campbell Hillyer

EXHIBIT A

REQUESTS FOR PRODUCTION OF DOCUMENTS

1. All corporate governance documents in effect at any time since February 19, 2020, including certificates of formation, articles of incorporation, certificates of designation of stock, bylaws, shareholder agreements, membership agreements and all other similar documents for the Debtor, Symbiont/GIH, and Endeavor.
2. A current corporate ownership organizational chart that represents the ownership structure and relationships of the Debtor, Symbiont/GIH, and Endeavor.
3. A list of all officers, directors, managing members, members in control, controlling shareholders or other individuals/entities in control since February 19, 2020 for the Debtor, Symbiont/GIH, and Endeavor.
4. All agreements and/or transactional documents between the Debtor and Endeavor, including, but not limited to, the transfers detailed on the SOFA – Part 6: 13.1-13.3, pgs. 24 and 25 [Doc. No. 11].
5. All documents related to the assumption of debt by Endeavor for substantially all of the Debtor's assets (SOFA – Part 6: 13.1, pgs. 24) including, but not limited to, bank loan documents and asset purchase agreements with detailed schedules.
6. All communications related to or contemplating any transfer of assets between the Debtor and Endeavor including, but not limited to, the transfers detailed on the SOFA – Part 6: 13.1-13.3, pgs. 24 and 25 [Doc. No. 11].
7. Minutes of each corporate meeting of the members and/or board of directors of the Debtor, Symbiont/GIH and Endeavor since February 19, 2020, including any presentation materials, and all resolutions.
8. For each monthly, quarterly, and/or annual period commencing on February 19, 2020 to present, all Balance Sheets, Income Statements, Statements of Cash Flows, and Statements of Ownership Changes for the Debtor, Symbiont/GIH, and Endeavor on a consolidated and deconsolidated basis, accompanied by the disclosure notes to the financial statements as required by U.S. Generally Accepted Accounting Principles (U.S. GAAP).
9. All agreements and/or transactional documents between Symbiont/GIH and Endeavor from February 19, 2020 to present, including, but not limited to, that certain Stock Purchase Agreement dated January 24, 2022 between Symbiont/GIH and Endeavor.

10. All communications related to or contemplating any sale, transfer or agreement between Symbiont/GIH and Endeavor from February 19, 2020 to present.
11. All contracts and/or agreements between Tina Younts and the Debtor, Symbiont/GIH, and/or Endeavor from January 1, 2018 to present.
12. All bank records of the Debtor from February 19, 2020 to present.
13. On or about February 26, 2020, Network Investments, LLC, made an approximately \$25 million loan to either the Debtor or Genesis Networks Enterprises, LLC, (the "Network Investments Loan"). The direct proceeds of the loan were wired to Goodman Networks, Inc on or about March 12, 2020, related to either the Debtor or Goodman Networks Enterprises, LLC's purchase of preferred shares of Goodman Networks Inc. (the "Preferred Stock Purchase"). On or about March 12, 2020, Goodman Networks transferred at least \$7 million of the indirect proceeds from the Networks Investments Loan and the direct proceeds of the Preferred Stock Purchase back to the Debtor (the "First Transfers"). On or about March 18 and 19, 2020, Goodman Networks transferred at least \$10 million of the indirect proceeds from the Networks Investments Loans and the direct proceeds of the Preferred Stock Purchase to either the Debtor or Genesis Networks Enterprises (the "Second Transfers").
 - a. The transactional documents and/or agreements related to the Network Investments Loan.
 - b. Communications related to or contemplating the Network Investments Loan.
 - c. The transactional documents and/or agreements related to the Preferred Stock Purchase.
 - d. Communications related to or contemplating the Preferred Stock Purchase.
 - e. The transactional documents and/or agreements related to the First Transfers and the Second Transfers.
 - f. Communications related to or contemplating the First Transfers and the Second Transfers.
14. Documents and communications from February 19, 2020, to present related to or contemplating the Debtor's use of, or repayment of, the revolving line of credit for \$25 million originally made by MidCap Financial Services LLC to Goodman Networks, Inc., and transferred to EastWest Bank and identifiable by loan no. *5893 at EastWest Bank (the "RLOC"), including but not limited to the Debtor's use of indirect proceeds of the RLOC, which were transferred to the Debtor from GNET ATC, LLC.
15. Documents and communications related to or contemplating the Debtor's use of, or repayment of, the loan for approximately \$25 million originally made by Caprice Capital Partners LLC to Goodman Telecom Holdings, LLC (a.k.a. Greater Tech Holdings, LLC or Greater Tech Holdings, Inc.) and/or its affiliates Goodman Telecom Services, LLC (a.k.a. TechDash Telecom, LLC), TechDash Communications, LLC, or Debauche OSP Communications, LLC (the "Caprice Loan"), including but not limited to the Debtor's use of indirect proceeds of the Caprice Loan, which were transferred from GNET ATC, LLC.

16. Documents and communications related to the arbitration award obtained by AT&T, Inc. and/or its affiliates against the Debtor, including any payments related to such arbitration award.
17. Documents and communications related to, or contemplating, the sale of any shares or converted shares in Goodman Networks, Inc., obtained from the Preferred Stock Purchase.
18. Documents and communications related to any transactions of the Debtor with HGP Venture Funds Ltd., 18920 NW 11th LLC, Newco De 22, Inc., Shalom Auerbach, Evalina Pinkasova, Steven Zakharyayev, and Jim Frinzi.

**IN THE UNITED STATES BANKRUPTCY COURT FOR
 THE WESTERN DISTRICT OF TEXAS
 SAN ANTONIO DIVISION**

In re:	§	Chapter 7
	§	
GENESIS NETWORKS TELECOM	§	Case No. 24-50224 (MMP)
SERVICES LLC	§	
Debtor.	§	

**ORDER GRANTING RULE 2004 EXAMINATIONS
AND REQUESTS FOR PRODUCTION OF DOCUMENTS**

This matter came before the Court for consideration upon the Motion for Order Directing the Rule 2004 Examinations (the “Motion”) of (i) Genesis Networks Telecom Services (the “Debtor”), (ii) Endeavor Managed Services, Inc. (“Endeavor”), (iii) Symbiont Ventures, LLC (“Symbiont”) f/k/a Goodman Investments Holdings LLC (“GIH” or together as one “Symbiont/GIH”), and (iv) James Goodman (the Debtor, Endeavor, Symbiont/GIH and James Goodman are together the “Examinees”) filed by FedEx Supply Chain Logistics & Electronics, Inc. (“FSCLE”). The Court having determined that the Motion is presented for good cause and that the relief requested therein should be granted.

IT IS, THEREFORE, ORDERED, ADJUDGED and DECREED that the Motion is GRANTED and the Court authorizes the examinations of the Examinees pursuant to FED. R. BANKR. P. 2004. It is further..

ORDERED, ADJUDGED and DECREED that each Examinee shall comply with and produce responsive documents to Exhibit A of the Motion no later than thirty (30) days after the entry of this Order.

###END OF ORDER###

Submitted by:

BUTLER SNOW LLP

/s/ R. Campbell Hillyer

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Label Matrix for local noticing
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The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

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Laurie Dahl Rea
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End of Label Matrix
Mailable recipients 50
Bypassed recipients 0
Total 50